



THE CAPAM CONSTITUTION

APPLICATION FOR INCORPORATION OF A CORPORATION WITHOUT SHARE CAPITAL UNDER PART II OF THE CANADA CORPORATIONS ACT

TO: The Minister of Industry Canada

- I The undersigned hereby apply to the Minister of Industry Canada for the grant of a charter by Letters Patent under the provisions of Part II of the Canada Corporations Act constituting the undersigned, and such others as may become members of the corporation thereby created, a body corporate and politic under the name of

COMMONWEALTH ASSOCIATION FOR PUBLIC ADMINISTRATION AND MANAGEMENT/CAPAM

The undersigned have satisfied themselves and are assured that the proposed name under which incorporation is sought is not the same as or similar to the name under which any other company, society, association or firm, in existence or carrying on business in Canada or incorporated under the laws of Canada or any province thereof or so nearly resembles same as to be calculated to deceive and that it is not a name which is otherwise on public grounds objectionable.

- II The applicants are individuals of the full age of eighteen years with power under law to contract.

The name, the address and the occupation of each of the applicants are as follows:

GORDON DRAPER Government Minister	Level 20, Central Bank Tower Eric Williams Plaza, Independence Square Port of Spain Trinidad and Tobago
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TAN SRI DATO SERI A.H. AHMAD SARJI Public Servant	Jalan Dato Onn 50502 Kuala Lumpur Malaysia
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RUTH HUBBARD Public Servant	19th Floor, West Tower Esplanade Laurier Ottawa, Ontario K1A 0M7 Canada
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The said GORDON DRAPER, TAN SRI DATO SERI A.H. AHMAD SARJI and RUTH HUBBARD will be the first directors of the Corporation.

III The objects of the Corporation are:

1. To promote good practice and improved public administration and management throughout the Commonwealth by striving to ensure that:
 - (i) the people of the Commonwealth are served by efficient and effective public servants;
 - (ii) a common bond among Commonwealth public administrators and managers is preserved and fostered;
 - (iii) professional links between members of the public service throughout the Commonwealth are strengthened;
 - (iv) integrity and standards of professional conduct are maintained;
 - (v) improved standards of professional development are encouraged, drawing on the best management practice in the public, private and non-governmental sector.
2. For the above purposes, to carry out the following:
 - (i) promoting, maintaining and strengthening co-operation between individuals, institutions, organisations and associations interested in public administration and management in the Commonwealth;
 - (ii) organising conferences, seminars and workshops on aspects of public administration and management;
 - (iii) disseminating information and literature on professional and other matters related to public administration and management;
 - (iv) seeking opportunities to involve interested organisations and individuals in the private and nongovernmental sectors in improving public administration and management;
 - (v) collaborating with appropriate Commonwealth and regional organisations concerned with matters of common interest;
 - (vi) promoting and conducting study and research into all aspects of public administration and management;
 - (vii) assisting and encouraging the establishment of associations for public servants in member countries or on a regional basis;
 - (viii) promoting exchange visits by public servants throughout the Commonwealth, individually or in groups;
 - (ix) promoting training opportunities for public servants throughout the Commonwealth;
 - (x) providing support for, collaborating with, and generally facilitating the work of bilateral and multilateral agencies providing technical assistance or training in the field of public administration and management;
 - (xi) generally furthering the interest of public administration and management throughout the Commonwealth with a view to improving the public services available to and provided for the public.

IV The operations of the Corporation may be carried on throughout Canada and elsewhere.

V The place within Canada where the head office of the Corporation is to be situated is:

The City of Toronto

VI It is specially provided that in the event of dissolution or winding-up of the Corporation all its remaining assets after payment of its liabilities shall be distributed to one or more organisations carrying on similar activities.

VII In accordance with Section 65 of the Canada Corporation Act, it is provided that, when authorized by by-law, duly passed by the directors and sanctioned by at least two-thirds of the votes cast at a special general meeting of the members duly called for considering the by-law, the directors of the Corporation may from time to time

- a) borrow money upon the credit of the corporation;
- b) limit or increase the amount to be borrowed;
- c) issue debentures or other securities of the corporation
- d) pledge or sell such debentures or other securities for such sums and at such prices as may be deemed expedient; and
- e) secure any such debentures, or other securities, or any other present or future borrowing or liability of the corporation, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the Corporation, and the undertaking and rights of the Corporation.

Any such by-law may provide for the delegation of such powers by the directors to the officers of the Corporation.

Nothing herein limits or restricts the borrowing of money by the Corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Corporation.

VIII The by-laws of the Corporation shall be those filed with the application for letters patent until repealed, amended, altered or added to.

IX The Corporation is to carry on its operations without pecuniary gain to its members and any profits or other accretions to the Corporation are to be used in promoting its objects.

DATED at the City of Ottawa, in the Province of Ontario, this 25th day of November, 1994.

Gordon Draper

Tan Sri Dato Seri A.H. Ahmad Sarji

Ruth Hubbard

GENERAL BUSINESS BY-LAW No. 1
OF
COMMONWEALTH ASSOCIATION FOR PUBLIC ADMINISTRATION AND
MANAGEMENT/CAPAM

1. The name of the Corporation is the Commonwealth Association for Public Administration and Management/CAPAM (hereinafter called CAPAM).
2. CORPORATE SEAL The seal, an impression whereof is stamped in the margin hereof, shall be the seal of the corporation.

3. CONDITIONS OF MEMBERSHIP

- 3.01 All applications for membership shall be made to and be dealt with by the Board which shall, in its absolute discretion, admit to membership such of those institutions and individuals as are able in its opinion to further the objectives of CAPAM.
- 3.02 There shall be three classes of membership with voting privileges at special, extra-ordinary or general meetings of the members, as set out below:

- (a) Individual members with one vote each;
- (b) Institutional members including;
 - (i) government departments and agencies;
 - (ii) private sector organisations and corporations, and
 - (iii) non-government organisations.

Each institutional member shall have five votes to be exercised by one delegate appointed by the institutional member in writing.

(c) Affiliated National or Regional Association Membership

There shall be a category of membership for Affiliated National or Regional Associations, which will be admitted on a group basis. Affiliated membership in this category will be open to the entire membership (as a group) of existing national associations provided that the national association has interests and activities which are broadly similar to our supportive of the interests and concerns of CAPAM and its members. The National Branch of CAPAM in any country, and any other eligible national or regional associations, may apply for affiliated membership in this category. The basis of such affiliated membership, membership fees, and other matters relevant to such category of membership will vary on a case by case basis, as set out in an Affiliation Agreement to be approved by the Board.

Affiliated national and regional associations will not have voting privileges. Individual members of such associations are free to apply for individual membership in CAPAM.

- 3.03 The Board, subject to the approval of the Members of CAPAM in General Meeting, and by amending these Bylaws, may establish additional or alternative categories of membership, and may at the same time determine the privileges of members in such categories.
- 3.04 Membership fees for all classes of membership shall be determined by the Board, subject to the approval of the Members in General Meeting.

3.05 Members may resign at any time by notifying the Board accordingly.

4. GENERAL MEETINGS

4.01 The members of CAPAM shall ordinarily meet in general meeting at least once every two years at the Head Office of CAPAM or at such other place as the Board may determine. When the circumstances so require, an extraordinary meeting shall be convened upon a request in writing addressed to the Executive Director and signed by not less than one-third of the voting members including members from not less than five Commonwealth countries or upon a resolution of the Board passed in accordance with this By-law.

4.02 In addition, an annual meeting of members shall be held at the Head Office or elsewhere in Canada for the limited purpose of the appointment of auditors.

4.03 The General Meeting shall govern the affairs of CAPAM, and shall issue guidelines to the Board established under this Bylaw for the general operation and management of CAPAM s activities. In addition to such other powers as are conferred upon it elsewhere in this Bylaw, the General Meeting shall have power to:

- (i) elect the members of the Board of Directors;
- (ii) approve, vary and confirm the minutes of the previous General Meeting;
- (iii) receive, consider and adopt, with or without modification, a report from the Board on the activities of CAPAM since the last General Meeting, which reports shall include annual accounts for each year under review which shall be certified by CAPAM s auditors;
- (iv) approve or vary the future work programmes and the estimates or plans of income and expenditure as recommended by the Board;
- (v) resolve any points of difficulty referred to it by the Board;
- (vi) delegate to the Board such authority as the General Meeting deems fit to facilitate the operation of CAPAM s affairs in the interval between General Meetings;
- (vii) enter into such arrangements with the Commonwealth Secretary-General as may promote the achievements of the objectives of CAPAM, and vary the same from time to time;
- (viii) authorize the Board of Directors to represent the Members at the annual meeting for the purpose of the appointment of auditors as mentioned in paragraph 4.02.

4.04 The Executive Director shall give at least six month s notice to all Members of the dates and venue of a General Meeting. Notice of any meeting where special business shall be transacted shall contain sufficient information to permit a member to make a reasoned judgment.

4.05 Decisions at General Meetings, if required to be voted upon, shall be taken as follows:

- (i) A resolution put to the vote shall be decided by a majority of the votes of those present and entitled to vote, except where the Act or these bylaws otherwise provide, with each Institutional Member having five (5) votes, each Individual Member having one (1) vote. Where an Institutional Member is represented by more than one delegate it shall notify the Executive Director in writing (before the meeting commences) of the name of its voting delegate.
- (ii) Proxy votes are not allowed.
- (iii) A majority of members present at a meeting with constitute a quorum.

Unless formal notice of a resolution has been received in writing by the Executive Directors not less than three (3) months prior to the General Meeting, or the resolution has been proposed by the Board, a resolution passed at a General Meeting becomes binding on CAPAM only when it has been adopted subsequently by the Board. If it does not adopt a resolution, it is the duty of the Board to bring the resolution before the next General Meeting. If the resolution is then passed it becomes binding on CAPAM.

5. OFFICERS

- 5.01 There shall be a President, Vice-President and Honourary Treasurer of CAPAM who shall be elected by the General Meeting to hold office until elections take place at the following General Meeting, and who shall constitute the Officers of the Association.
- 5.02 The President of CAPAM, and in the absence of the President, the Vice-President, shall preside at all General Meetings. If both are absent, the Chair shall be taken by such person as the General Meeting may determine.
- 5.03 (a) The President shall: chair all meetings of the Members, of the Board and of the Executive Committee of the Board; ensure that the Board, from time to time, establish priorities and objectives for CAPAM, and assess the achievement of such priorities and objectives; ensure that the Board provide appropriate guidance and support to the Executive Director for the achievement of the set objectives and the management of CAPAM staff and resources; shall ensure that the decisions of the Board are duly communicated to the Executive Director in his/her capacity as Chief Executive Officer; be the official spokesperson for CAPAM; carry out such other duties as delegated by the Board.
- (b) In the absence of the President, the Vice-President shall carry out all the duties of the President, and if both the President and Vice-President are absent, the Chair at Members Meetings and Board Meetings shall be taken by such person as the Members or the Board shall determine by election.
- (c) The Honourary Treasurer shall have custody of the funds and securities of the Corporation, shall keep full and accurate records of all assets, liabilities, receipts and disbursements of the Corporation in the books of the Corporation, and shall handle all bank deposits and accounts of the Corporation.
- (d) Any Officer shall perform such other duties as may be directed by the Board of Directors.
- (e) Officers shall not be entitled to remuneration as such, but may be entitled to reimbursement of reasonable expenses incurred in the performance of their duties.
- (f) Each Officer shall hold office until the election of a successor at a subsequent General Meeting of Members duly called for that purpose.
- (g) Officers shall be subject to removal by resolution of the Members at any time.

6. HEAD OFFICE

- 6.01 Until changed in accordance with the Act, the Head Office of the Corporation shall be in the City of Toronto.

7. THE BOARD

- 7.01 The management of the business of CAPAM subject to such directives as shall be given by the General Meeting shall vest in a Board of Directors, which shall be called the Board, (and is referred to throughout this Bylaw as the Board or Board).
- 7.02 The applicants for incorporation shall become the first Directors of the Corporation. Their term of office on the Board shall continue until their successors are elected. All other members of the Board shall hold office until their successors are elected at the next General Meeting duly called for the election of Directors; subject to the provisions of paragraph 7.13 of this Bylaw.
- 7.03 There shall be a minimum of eight (8) and a maximum of twenty (20) members of the Board of whom one-half of the number then in office shall constitute a quorum. Board members must be individuals 18 years of age with power under law to contract.
- 7.04 The Board shall comprise the Officers of CAPAM and ten (10) members who shall be elected by the General Meeting from the members or representatives of member organisations of CAPAM. The Board may co-opt the immediate past President of CAPAM, and not more than six (6) other persons, to serve ex-officio. Such Past President or other persons may attend meetings of the Board but shall not be Directors and shall not have a vote at such meetings. No member of the Board may serve in the same position more than two (2) terms of office, the period between General meetings constituting one term.
- 7.05 In determining the membership of the Board, the General Meeting shall, so far as is practicable, ensure that its reflects the nature and diversity of the Commonwealth.
- 7.06 The Board shall meet on the occasion of each General Meeting and shall ordinarily meet once every year between General Meetings. The Board shall also meet on reasonable notice in writing when a written request for such a meeting is sent to the Executive Director by not less than three (3) members of the Board. Meetings of the Board shall be held at such time and place as the Board shall decide. The quorum for meetings of the Board shall be one half of the numbers duly elected and appointed.
- 7.07 The Board shall, subject to the general control and direction of the General Meeting:
- (i) convene General Meetings and establish their provisional agendas, and the dates and venues of such meetings;
 - (ii) issue invitations to the Commonwealth Secretary General and to associations concerned with public administration and management within and outside the Commonwealth to attend General Meetings as observers;
 - (iii) present a report to the General Meeting reviewing the activities undertaken by CAPAM since the preceding General Meeting;
 - (iv) circulate such other reports to members of CAPAM on the activities of CAPAM as it thinks fit or as may be called for by the General Meeting;
 - (v) plan and propose the work programme for CAPAM for consideration by the General Meeting;
 - (vi) receive and manage funds on behalf of CAPAM;
 - (vii) present a financial report, including annual accounts, certified by the auditors of the corporation, for the years under review and the provisional budget for the following years, for consideration by the General Meeting;
 - (viii) implement CAPAM s work programme as approved by the General Meeting, with such authority to modify the circumstances as the General Meeting may from time to time determine;

- (ix) appoint the Executive Director of CAPAM and fix the remuneration and other terms and conditions of employment associated with the post;
- (x) approve affiliation agreements with national and regional associations and approve such measures of support as the Board considers appropriate from time to time to develop and strengthen national or regional associations, sufficient to enable them to be admitted to affiliated membership;
- (xi) do all other acts as appear to be necessary or fitting to be done in order to carry into full operation and effect the objectives of CAPAM.

- 7.08 Decisions of the Board may be made by a simple majority of members present and voting. Each member shall have one (1) vote.
- 7.09 The Board may, if it thinks fit, transact any business by the circulation of papers and a decision approved in writing by all of its members shall have the same effect as if it had been made at a meeting of the Board.
- 7.10 Vacancies of members on the Board between General Meetings may be filled by the Board on an interim basis.
- 7.11 There shall be an Executive Committee of the Board composed of the Officers of CAPAM, the Executive Director (ex-officio, non voting) and such other members of the Board as are appointed by the board. The Executive Committee shall meet on reasonable notice in writing to its members at the time and place specified on the notice, and shall exercise powers as are determined by the Board. An Executive Committee member may be removed by majority vote of the Board, except for officers who may be removed by majority vote of the members at a General Meeting duly called for that purpose.
- 7.12 Executive Committee members shall receive no remuneration for serving as such, but may be entitled to reimbursement for reasonable expenses incurred in the exercise of their duties. Meetings of the Executive Committee shall be held at any time and place and upon reasonable notice to be determined by the members of such Committee and a majority of the members of such Committee shall constitute a quorum.
- 7.13 The office of a member of the Board shall be automatically vacated:
- a) if the member shall resign in writing; or
 - b) if the member is found by a Court to be of unsound mind; or
 - c) if the member becomes bankrupt or insolvent; or
 - d) if a majority of members of CAPAM pass a resolution removing him or her.
- 7.14 The members of the Board shall serve as such without remuneration and no member of the Board shall directly or indirectly receive any profit from his position as such; provided that a member of the Board may be paid reasonable expenses incurred by him in the performance of his duties. Nothing herein contained shall be construed so as to preclude any member of the Board from serving the Corporation as an Officer or in any other capacity and receiving compensation therefor.
- 7.15 The President of CAPAM or in the absence of the President, the Vice-President, shall preside at meetings of the Board. If both are absent, the chair shall be taken by such person as the Board Members may determine.

8. EXECUTIVE DIRECTOR OF CAPAM

8.01 The Board of Directors shall appoint an Executive Director who shall be the Chief Executive Officer of CAPAM. In addition to such other duties as are laid down in this By-law, the Executive Director shall be: -

- (i) to act as Secretary of the Board;
- (ii) to administer the day to day business and affairs of CAPAM;
- (iii) to keep the Accounts of CAPAM and operate within the authorised plan of expenditure;
- (iv) to prepare and issue the publications of CAPAM;
- (v) to maintain relations with members of CAPAM;
- (vi) to prepare and circulate documents for General Meetings and for meetings of the Board;
- (vii) to present to the Board each year an annual statement of accounts certified by the auditors of the Corporation;
- (viii) to carry out such other duties as may from time to time be required by the General Meeting or the Board.
- (ix) be the custodian of the corporate seal.

9. EXECUTION OF DOCUMENTS

9.01 Contracts, documents or any instructions in writing requiring the signature of the Corporation, shall be signed by any two officers and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The Board shall have power from time to time by resolution to appoint an officer or officers on behalf of the Corporation to sign specific contracts, documents and instruments in writing. The Board may give the Corporation s power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the Corporation. The seal of the Corporation when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the Board.

10. FINANCE

10.01 The funds of CAPAM shall comprise:-

- (i) Membership subscriptions;
- (ii) Grants, special contributions and other forms of income from such private foundations, international agencies and other bodies as the Board shall approve; and
- (iii) Income from the sale of publications and other professional services.

10.02 The funds of CAPAM shall be applied exclusively to the purposes of CAPAM.

10.03 The financial year of CAPAM shall end on December 31st of each year.

11. INDEMNITY TO DIRECTORS AND OTHERS

- 11.01 Every Director or Officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation or any company controlled by it and their heirs, executors, administrators, assigns, and estates and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against;
- a) All costs, charges and expenses which such director, officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him, or in respect of any act, deed, matter of thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office on in respect of any such liability.
 - b) All other costs, charges and expenses which he sustain or incurs in or about in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own wilful neglect or default.

12. RULES AND REGULATIONS

- 12.01 The Board may make rules or regulations from time to time on any matter which is not required by the Act to be dealt with by Bylaw, provided that such Rules and Regulations shall not be inconsistent with any of these Bylaws.

13. HONORARY LIFE MEMBERS

- 13.01 The General Meeting may be a motion unanimously carried elect Honourary Life Members who shall be persons of eminence acknowledged for their standing, or for their services to CAPAM or to public administration and management generally.

14. AMENDMENT OF BYLAWS

- 14.01 These Bylaws may be amended by Bylaw passed by the Board and sanctioned by at least two-thirds of the eligible votes cast General Meeting of CAPAM, provided that no repeal or amendment of this or any Bylaw shall be enforced or acted upon until the approval of the Minister has been obtained.
- 14.02 An amendment to these Bylaws may be proposed by the Board or by member. Notice of such proposed amendment must be forwarded to the Executive Director of CAPAM not less than three months before the date of the General Meeting at which the proposed amendment is to be considered. The Executive Director shall circulate the notice to all members forthwith.

15. DISSOLUTION

- 15.01 CAPAM shall not be dissolved except by resolution passed by the Board and sanctioned by the General Meeting by the affirmative vote of not less than two-thirds of the members present and voting.

16. AUDITORS

- 16.01 The members shall at each annual meeting appoint an auditor to review and certify the accounts of the Corporation, for report to the members at the next succeeding General

Meeting. The auditor shall hold office until the next annual meeting provided that the Board may fill any casual vacancy occurring from time to time in the office of auditor. The remuneration of the auditor shall be fixed by the Board.

17. BOOKS AND RECORDS

17.01 The Executive Director and the Board shall see that all necessary books and records of the Corporation required by the Bylaws of the Corporation or by any applicable statute or law are regularly and properly kept.

18. INTERPRETATION

18.01 In these Bylaws and in all other Bylaws of the Corporation hereafter passed, unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.

DULY ENACTED as Bylaw of the Corporation this day of 1995.

President

Executive Director and Secretary